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MAXIMUM SECURITY™

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS



DIRECT EDITION

04511



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\$2.25 US \$3.50 CAN

MYSTERY ON THE MOON!

BIGLEY
ADAMS
REITZ

ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET... THAT THEY WERE SECRETLY THE MASTERS OF EVIL... CAME TO LIGHT! NOW THEY ARE IN THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW? STAN LEE PRESENTS: THE THUNDERBOLTS!

HEROIC TENDENCIES

PART 1: THE INSIDE JOB

TECHNO IS BUSY
AT THE MOMENT.

LET'S SEE SOMEONE
TRY MULTITASKING
24 VIEWING SCREENS...

...14,457
SEPARATE
SYSTEMS
OPERATIONS...

...3 CATATONIC
TEST SUBJECTS
LYING IN THREE
BIOCHAMBERS...

...1 SIMULATED
HUMAN MECHANIC
NAMED OGRE...

...AND A PARTRIDGE
IN A PEAR TREE.

THEY CAN'T TRY
IT, THE FORMER P.
NORBERT EBERSOL
SNEERS, BECAUSE
THEY'RE ALL MEAT.

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AND HE...
IS NOT.

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BUT BEING A SENTIENT
HUMAN WHO RELOCATED
WITHIN THIS WONDROUS
MECHANICAL FORM --

-- HASN'T GOTTEN TECHNO
ANY CLOSER TO SOLVING ALL
HIS CURRENT PROBLEMS.

EARTH HAS BECOME
A PENITENTIARY FOR
ALIEN PRISONERS
AND A WOMB FOR AN
ALIEN LIVING PLANET!

HE IS STILL UNABLE TO LOCATE
THE THUNDERBOLTS' MISSING
MEMBER, MOONSTONE.

HE'S BEEN INCAPABLE OF
REDUCING THE VAMPIRE FLIX
THREATENING TO TEAR ERIK
JOSTEN'S BODY APART.

THE BIOELECTRIC LIFEFORM
HE IS SCULPTING STILL NEEDS
A CATALYTIC AGENT.

AND THEN THERE
WAS THE MATTER
OF SCOURGE.

THE VILLAIN-ASSASSIN
WHO HAD SLAIN THEIR
TEAMMATE JOLT WEEKS
AGO --

-- HAD ATTACKED HIM
WITHIN THE VERY HALLS
OF THE THUNDERBOLTS' MT.
CHARLTON'S COLORADO
HEADQUARTERS.

TECHNO REGISTERED
A SURGE OF PYM
PARTICLES --

-- AND AN
ELECTRIFIED SWORD GREW
BEFORE HIS
EYES!

HE WATCHED
WITH CURIOSITY
AS SCOURGE
SLICED ONE OF
HIS ARMS OFF --

-- AND CALMLY
REGENERATED
A NEW ARM.

HE REGISTERED A
SECOND SURGE
IN PYM PARTICLES --

-- ANTICIPATING ANOTHER ASSAULT,
A CAT ALLOWING A MOUSE TO
THINK IT STANDS A CHANCE...

...HE WAS SURPRISED TO
SEE THAT SCOURGE HAD --

-- DISAPPEARED!

IT'S BEEN THREE WEEKS SINCE THAT INCIDENT.

TECHNO HAD SEARCHED THE CAVERNIOUS MOUNTAIN HQ FOR HOURS --

-- AND BEGRUDGINGLY CONCEDED THAT SCOURGE HAD ESCAPED.

HE SOON LOST INTEREST WHEN OTHER MATTERS AROSE.

THE T-BOLTS HAD RETURNED FROM THEIR BATTLE AGAINST COUNT NEFARIA.

HAVING ABSORBED AN ENORMOUS WAVE OF IONIC RADIATION, THE SIZE-CHANGING ATLAS WAS INCAPACITATED.

AND IN LIGHT OF EVERYTHING THAT HAD HAPPENED TO THEM, FRAYED NERVES... CAME UNDONE...

YOU STILL HAVEN'T FOUND HER?

OGRE, WE HAVE TO START KNOCKING SOME PINS DOWN HERE, NOT JUGGLE THEM ALL IN THE AIR FOREVER!

THE LEADER-MEAT WAS MAD, HE HAS THE HOTS FOR MOONSTONE.

PLUS, HAWKEYE HAS WATCHED HIS ENTIRE SCAM FALL APART.

TECHNO KNEW HAWKEYE'S PROMISE TO LEAD THE FORMER VILLAINS TO AN OFFICIAL PARDON AND PUBLIC REDEMPTION WAS A LIE...

JUST AS THEIR LEADER KNEW THAT BETWEEN ATLAS BEING DOWN, JOLT GETTING KILLED AND MOONSTONE DISAPPEARING --

-- IT WOULD BE IMPOSSIBLE TO FINAGLE HIS WAY AROUND THAT LIE --

-- WITHOUT A TEAM LEFT TO LEAD!

TECHNO WONDERS IF NOW WOULD BE A GOOD TIME TO REVEAL HAWKEYE'S RUSE?

WOULD THAT SERVE TO COMPLETELY SHATTER THE THUNDERBOLTS?

IS THAT EVEN WHAT TECHNO WANTS?

HARD FOR HIM TO SAY. HE WANTED THE CHALLENGE --

-- THE DAILY STIMULATION HE'D ENJOYED WHEN HE HAD BEEN A HUMAN AND A FOUNDING MEMBER OF THE TEAM.

AND BY IMPERSONATING OGRE AND PLACING HIM IN CRYOGENIC SLEEP, HE HAD ENJOYED PLAYING THE GAME FOR A WHILE.

BUT NOW?

NOW THINGS ARE SETTING A BIT TOO... COMPLICATED.

THE CHALLENGES ARE BECOMING NUISANCES.

AND THE NUISANCES BECOMING... NAGGING MORAL QUANDARIES.

OR IS IT MORE THAN THAT?

COULD THE ROBOT ACTUALLY FEEL A TINY ELECTRIC BUZZ OF FEAR?

OR WORSE... COULD HE FEAR THAT SCOURGE HAD PLANNED THEIR INITIAL ENCOUNTER...

WHERE DID HE GO?

WHAT IS HE DOING?

WHY IS HE DOING IT?

DID HIS CONFRONTATION WITH SCOURGE UNSETTLE HIM?

COULD TECHNO BE WORRIED THAT THE ASSASSIN MIGHT ACTUALLY PROVE CAPABLE OF TERMINATING HIM?

...MERELY SO THAT HE COULD FIND THE MEANS TO KILL HIM?

TOO MANY QUESTIONS...

THE COMMUNICATIONS
SYSTEM RE-FLAMES A
TRANSMISSION MENTIONING
THE THUNDERBOLTS, OR
RATHER --

-- MOONSTONE!

A PRIORITY
ALERT FROM
THE SHIELD @
MOONBASE.

STRATEGIC
MILITARY
INTERVENTION
ESPIONAGE
LOGISTICS
DIRECTORATE

-- Sam

APPARENTLY
DOCTOR SOFEN
IS REVERTING TO HER
FORMER SELF... IN MORE
THAN JUST APPEARANCE.

...FOR A MAN WHO
ONLY LIKES ANSWERS.

TWENTY MINUTES LATER, THE THUNDERBOLTS,
WHO WERE PROTECTING BURTON CANYON
FROM THE EGO-MASS, RETURN TO THEIR HQ.

CHARLIE BURLINGAME (CHARCOAL),
ABE JENKINS (MACH-2), MELISSA
GOLD (SONGBIRD) AND CLINT
BARTON (HAWKEYE) --

-- WATCH AS
OGRE PLAYS
THE SECURITY
TAPES OVER...

THE SIGNAL
ENDED. WE DON'T
KNOW KARLA'S
STATUS.

OR
THAT OF THE SHIELD
AGENTS
STATIONED
THERE.

THAT, TOO.

BUT TIME
TAKEN TO
STOP HER AND
HELP THOSE
AGENTS

-- IS
TIME
WASTED IN
TRYING TO
STOP THIS EGO
MESS!

ABE'S
RIGHT, HAWK.
HASN'T YOUR
EXCUSE NOT TO
SOLVE HALLIE'S
MURDER BEEN
THAT THE GOOD
OF MANY
OUTWEIGHS THE
GOOD OF
THE ONE?

ACTUALLY, WHILE WE'RE
TOSSING CLICHES
ABOUT...

...I CAN
HELP YOU ALL
KILL TWO BIRDS
WITH ONE
STONE.

I
PIGGBACKED
THE SIGNAL AND
HACKED MY WAY INTO
SHIELD'S MOONBASE
HARD-DRIVE --

-- OBTAINING
INFORMATION
REGARDING A
PRISONER AT THE
COMPOUND --

-- WHICH
WOULD EXPLAIN
WHY DOCTOR SOFEN
IS ATTACKING
THEM --

-- AND ALSO
POSSIBLY HELP
US SOLVE
THIS LITTLE EGO-
INFESTATION --

...A
PRISONER WHO
IS ALSO THE LIVING
EMBODIMENT OF ALL
THE KNOWLEDGE OF
THE ALIEN KREE
RACE --

THE SUPREME
INTELLIGENCE!

FUGLY
ONE, ISN'T
HE?

AND VERY
DANGEROUS.

ALL OF
WHICH IS A
MOOT POINT
SINCE THE T-BIRD
WOON'T GET US
ALL THE WAY
TO THE MOON!

"...WHY, ABE, MT.
CHARTERIS HAS
THINGS IN ITS
CLOSETS THAT
COULD GET YOU
A LOT FARTHER
THAN THAT!"

"ALL THE
WAY...?"
HURTLES!

A JUMPSHIP,
HE SAYS, JUST
LIKE THAT, AS
IF IT WERE NO
BIG DEAL!

SOONER
OR LATER, WE'RE
GOING TO HAVE TO
LEARN EVERYTHING
ABOUT THIS
BASE!

HEY, FIRST
JET-STEEDS, THEN
OGRE AND IN-DOOR
PLUMBING --
-- NOW
A SHIP THAT
CAN KICK SOME
AVENGERS' BUTT --
FAR AS I'M
CONCERNED --

"...MT.
CHARTERIS
CAN HAVE
ALL THE
SECRETS IT
WANTS!"

AND IT
WANTS SO
MANY.

SIX MINUTES
LATER...

AAAAA

OKAY.

THAT WAS
FAST.

WHILE WATCHING FROM
A CLOAKED POSITION...

<THEY ARE
APPROACHING
THE TERRAN
BASE.>

<SHOULD
WE STOP
THEM?>

<NO -- NOT YET...
PERHAPS THEY MIGHT
END UP DOING OUR
JOBS FOR US...>

AND INSIDE
THE BASE...

I IMAGINE YOU
WOULDN'T BE SMART
ENOUGH TO SIMPLY
SURRENDER?

WE.

A
SHIELD MOBILE
ARMORED
TANK UNIT HAS
FOUR AGENTS
INSIDE.

AND THE
ANSWER WOULD
STILL BE NO.

WHATEVER.

HER HAND
PHASES
THROUGH
THE METAL
SHELL,
DOING WHAT
MACH-2
TAUGHT
HER --

-- FEELING FOR THE
SYSTEM'S HARD-DISK OR
CYBERNETIC WETWARE --

-- THEN JUST PULLING OUT
ENOUGH OF THE M.A.T.'S
GUTS TO INCAPACITATE IT!

AS SHE MOVES FORWARD,
THROUGH AN ENDOUSOUS
SEALED CIRCULAR PORTAL,
HER METALLIC MESH
COSTUME FLOWS LIKE WINE --

-- CHANGING --

-- AND TAKING ON
MORE KREE
CHARACTERISTICS!

WHY, KARLA
SOFEN WONDERS?

BECAUSE THE KREE
WARRIOR SPIRIT
THAT HAS BEEN --
COMPELLING -- HER
FOR MONTHS IS
UPSET THAT SHE JUST
ATTACKED AGENTS
OF THE LAW?

OR IS IT HER PROXIMITY
TO THE LIVING EMBODIMENT
OF THE KREE RACE?

A
CONUNDRUM,
IS IT NOT,
TERRANT?

I WANT
ANSWERS!

YOU
FORGOT
TO SAY,
"PLEASE" --
...DAUGHTER
OF THE KREE!

MEANWHILE, IN WASHINGTON D.C....

...AT THE FEDERAL ADMINISTRATIVE OFFICES OF THE COMMISSION ON SUPERHUMAN ACTIVITIES...

IF YOU HAVEN'T NOTICED -- DOCTOR STERMAN WAS IT? -- WE ARE A LITTLE BUSY AT THE MOMENT.

Oh, C'MON -- MR. WARTON WAS IT? -- THIS KIND OF STUFF ALWAYS GETS SOLVED BY REED RICHARDS OR SOMEONE.

AND BESIDES, IT'S NOT LIKE I SEE YOU WEARING SPANDEX OR SHOOTING A RIFLE OUT THERE, SO...

-- SURELY YOU HAVE FIVE MINUTES TO ANSWER SOME PROBING QUESTIONS ABOUT A MASSIVE FEDERAL COVER-UP --

-- BEFORE I COMMIT IT TO PRINT IN MY NEXT NATIONAL BESTSELLER? --

I SWEAR YOU GET ONE QUESTION.

Oh, I ONLY NEED A WORD AND A NUMBER: OMEGA-32?

WHAT DO YOU KNOW?

I KNOW YOU PURGED CSA DOCUMENTS ABOUT IT.

COME INTO MY OFFICE...

LONDON...

HE'S AWAKE!

VITALS ARE STRONG -- CAN YOU HEAR ME?

... WATER PLEASE...

YES, I'M CERTAIN. BECAUSE HE SAT UP IN BED AND ASKED ME WHAT DAY IT WAS!

TELL MR. AUBREY THAT AFTER FIVE YEARS IN A COMA --

-- HE IS AWAKE!

IN THE MOON...

WHAT DID YOU MEAN BY CALLING ME A DAUGHTER OF THE KREE?

I AM DOCTOR KARLA SOFEN! I WAS BORN ON EARTH! I AM HUMAN!

ARE... WERE... IT CAN GET CONFUSING, I KNOW.

I MYSELF HAVE BEEN SO MANY THINGS TO SO MANY PEOPLE IN MY LONG, LONG LIVES.

"CREATED MILLENNIA AGO BY THE KREE SCIENCE COUNCIL TO SERVE AS OUR WORLD'S REPOSITORY OF INFORMATION --

"... AND RESPONSIBLE FOR MONITORING THE EVOLUTIONARY ADVANCEMENT OF OUR SPECIES --

"... I TOO UNDERSTAND HOW DIFFICULT IT IS TO BE SO... **CONFUCTED**...

"... WHY IT GETS TO THE POINT WHERE YOU DON'T EVEN KNOW WHO YOU ARE YOURSELF..."

<DO NOT PLAY GAMES WITH ME, CREATURE -- YOU COULD HAVE TEN TIMES AS MANY KREE MINDS CRANKED INTO THAT GROTESQUE MUG -->

<-- AND I ASSURE YOU, IT WOULD NOT BE ENOUGH TO MANIPULATE ME!>

SHE SAID IN THE ANCIENT TONGUE OF THE KREE-LAR.

I--I-- WHAT AM I?

YOU WERE -- ARE -- ONE OF THE CHOSEN

-- **GUARDIANS OF THE GALAXY!**

BEFORE SHE
CAN UTTER
"THE WHAT?!"

-- HE
CONTINUES...

THOUSANDS OF
YEARS GONE BY, WHILE
MY RACE WAS STILL
YOUNG, A STORY OF
TREMENDOUS POWER
WAS DISCOVERED
ON KREE-LAR.

OUR PEOPLE
SPLIT THE STONE
IN HALF, UNLEASHING
TREMENDOUS
FORCES OF ORDER
AND CHAOS --
THOUSANDS
DIED.

WE DUBBED
THE HALVES KE-THAI
AND VI-SHA -- ALPHA
AND OMEGA -- LIFE
AND DEATH --

-- AND THEIR
EXISTENCE DREW
THE ATTENTION OF
MORE ADVANCED
RACES.

SCIENTISTS
NOT OUT TO
CONQUER,
BUT SEEKING
KNOWLEDGE.

A DIVERSITY
OF RACES BROUGHT
THEIR OWN ARTIFACTS
OF POWER WITH THEM,
SEEKING A COMMON
LINK TO THEM
ALL.

THEY FOUND
THAT LINK -- THE
DIFFERENT ARTIFACTS
WERE GEOLOGICAL
SURVIVORS OF THE BIG
BANG -- REMNANTS
OF THE PREVIOUS
UNIVERSE...

-- AND WHEN
LINKED TOGETHER,
WOULD BE ABLE
TO ADVANCE THE
EVOLUTIONARY TRAITS
OF ALL THINGS
LIVING IN THIS
UNIVERSE!

THE HELFIRE
HELDX WAS THE
CONDUIT FOR
OTHER
DIMENSIONAL
ENERGIES --

-- FUNNELED
THROUGH THE
ALPHA AND OMEGA
STONES --

-- INTO
AN ARRAY OF
SMALLER GEMS
BROUGHT BY THE
VISITORS --

-- WHICH
MANIFESTED FACETS
OF THE ELEMENTS,
THE SPIRITS, ENTROPY AND
CREATION, AS WELL AS
THE FUNDAMENTAL
FORCES OF THE
UNIVERSE --

-- EARTH,
AIR, WATER,
FIRE, LIFE,
DEATH, ANIMA,
GRAVITY --

MY
MOON-
STONE...





THE SLIVER
YOU POSSESS
WAS NEVER MEANT
TO BE WORN OR
ABSORBED INTO A
LIVING BEING --

-- BUT RATHER
ITS PARENT WAS
USED AS THE
BATTERY THAT
POWERED THE
ENGINE --

-- FROM WHICH
THE CHOSEN EIGHT
OF FATE WERE
REBORN -- THEIR
BODIES GENETICALLY
REMADE --

-- TO SERVE AS THE
EVOLUTIONARY
VANGUARDS OF
THEIR RESPECTIVE
RACES --

-- IN A
GROUPING WHOSE
PURPOSE WAS TO
MAINTAIN PEACE
AMONG AND BETWEEN
THE INHABITED
WORLDS --

-- AS THE
GUARDIANS OF
THE GALAXY!



THAT'S ME --
OR THE KREE
WOMAN WHO HAS
HAUNTED MY
DREAMS!



SHE WAS
ONE OF THE
GUARDIANS,
EMPOWERED BY
THE FUNDAMENTAL
FORCE OF
GRAVITY.



HER NAME WAS AJESHA.

SHE NOBLY SERVED THE CAUSE OF GALACTIC PEACE FOR OVER TWO HUNDRED EARTH YEARS.

SO AM I SOME KIND OF -- REINCARNATION -- OF HER?

OR WAS I TRANSFORMED INTO HER WHEN I ABSORBED THE MOONSTONE?

NEITHER.



THEN WHY DOES SHE CONTINUE TO WHISPER IN MY EAR?

WHY IS SHE TRYING TO TAKE OVER MY MIND?

BECAUSE DR. SOFEN...



"...YOU ASKED HER TO?"



OKAY, THERE'S THE BLUE AREA OF THE MOON WHERE THE S.H.I.E.L.D. BASE IS.

WE'RE STILL GETTING NO ANSWER, SO LET'S KEEP THIS QUIET UNTIL WE KNOW WHAT'S GOING ON.



I CAN GO IN SOLO.

YOU'VE BARELY USED THE NEW MACH-2 SUIT IN OUTER SPACE CONDITIONS, ABE -- YOU SURE YOU CAN HANDLE IT?

YOU COULDN'T, SO WHY QUESTION HIM?



SORRY,
I LEFT MY
FIGHT SUIT IN
MY OTHER
BAG.

BESIDES,
I'M LOADED
WITH COUNTER-
SECURITY
MEASURES.

IF SOMEONE IS
WATCHING, CHARLIE OR
MELISSA WOULD BE SNAGGED.



(THEY STOPPED
ABOVE THE BAY
DOOR --
OPENING A BAY
DOOR -->)

"C-- BUT OUR SENSORS
INDICATE NO ONE
IS COMING OUT?"

ANYTHING TO
GET OUT OF THAT
SHIP -- THE TENSION
BETWEEN EVERYONE IS
STARTING TO GET
REALLY AWKWARD.

MEL IS MAD
ABOUT MY SKIN
CHANGE, SO SHE
FIXATES ON HALLIE'S
DEATH AND TURNS
THAT ON HAWK.

...GOT KARLA'S
HEAT SIGNATURE
MATCH IN MY
SYSTEMS...



INDEX JACK PROBABILITY
CONFIRMS MATCH

CHARLIE IS
GETTING LESS
RESPECTFUL BY THE
DAY... IS IT BECAUSE
OF HALLIE OR BECAUSE
OF THE FREEDOM HIS
POWERS PROVIDE
HIM?

HAWK IS
STARTING TO
REALLY DOUBT
HIMSELF, IT'S
OBVIOUS.

AND ME?
FOR A CHANGE
OF PACE, I FEEL LIKE
THE MOST SECURE
CONFIDENT PERSON IN
THE ROOM NOW!

I WONDER IF
THAT'S A SIGN OF MY
PERSONAL GROWTH OR
THE FACT EVERYONE
ELSE AROUND ME
IS SO SCREWED UP!

OKAY, MY
OPRAH-MOMENT
IS OVER. TIME FOR
THE MATTER AT HAND...

THERE'S AN
AIRLOCK ENTRANCE.
SHOULDN'T BE TOO HARD
TO GET IN -- AFTER ALL, HOW
MANY BREAK-INS WERE
THEY EXPECTING?



YOU DENY THE TRUTH, TERRAN? AND HERE I THOUGHT YOU WERE SOOO SELF-AWARE.

YES, I KNOW ALL ABOUT YOU, DR. SOFEN. MY... KEEPER... DON'T REALIZE I HAVE ACCESS TO THE COMPUTER DATA BANKS HERE.

I KNOW HOW MUCH YOU PRIDE YOURSELF ON YOUR PSYCHOLOGICAL ACUMEN, SO I WONDER THEN...

...WHY HAVE YOU SO WILLINGLY BLUNDERED INTO THE SITUATION YOU ARE IN NOW?

I DIDN'T -- THE SPIRIT WAS --

KARLA BACK AWAY NOW!

MACH-?? BUT HOW -- YOU DON'T UNDERSTAND --

INSTEAD OF LETTING US HELP YOU WORK OUT YOUR PROBLEMS --

-- YOU'VE ATTACKED THE FANTASTIC FOUR AND NOW S.H.I.E.L.D. -- AND THAT REFLECTS BADLY ON THE REST OF US!

THIS HAS NOTHING TO DO WITH THE THUNDERBOLTS!

FWASHAM

THIS IS ABOUT ME!
MY MIND IS BEING TORN APART!

SKAKLANG

PARDON
THE **HARD-
SOUND**
SMACK IN
THE FACE,
KARLA!

NOT SO
NICE TO SEE
THE SHOE ON
THE OTHER
FOOT,
HUN?

USUALLY, YOU'RE THE
ONE MISSING PEOPLE'S
HEADS UP!

IF YOU
WANT A FIGHT,
MOONSTONE,
WE'LL MAKE
IT A QUICK
ONE...

NO!
THAT'S NOT
WHAT I
WANT!

THEN STOP
RUNNING AWAY,
KARLA!

HEY, NO
FAIR -- SHE
CAN PHASE
THROUGH THE
WALLS!

STAY
ALERT, CHARLIE --
SHE'S NOT ABOVE
HITTING US FROM
BEHIND!

SHKRASHKK

IF ONLY
YOU WERE AS
GOOD AT ANALYZING
YOURSELF AS YOU
ARE OTHERS,
MELISSA...

...MAYBE
YOU WOULDN'T
BE SUCH
AN IMMATURE
LITTLE GIRL!

Aaaaaa

FOURTEEN
SECONDS
(SHE KNOWS)?

SAVE THEM --
THEY'RE YOUR
FRIENDS (SHE
KNOWS)?

BUT THEY
KNOW HER
SECRETS.

ABE AND MELISSA SAW
HER KILL THE KING IN
THE OTHERDIMENSIONAL
WORLD OF KOSMOS.

LET THEM
DIE!

BUT THEY
NEVER SAID
A WORD TO
ANYONE.

BUT THEY
MIGHT.

BUT...
THEY
WON'T!

HOW DO YOU
KNOW? ASKS
A VOICE IN HER
HEAD.
AND THE SAME VOICE
REPLIES...

...BECAUSE
WE ARE A
TEAM!

SO...

...WHAT'S
IT GONNA
BE?

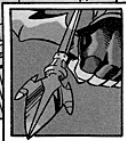
CLINT --?!

I'M NOT
MUCH ON
PSYCHOBABBLE.
KARLA, LIFE'S
PRETTY SIMPLE
FOR ME.

BOIL IT
DOWN TO DO
OR DON'T AND
DEAL WITH THE
CONSEQUENCES
OF EITHER
CHOICE.

THIS WHOLE
THING WITH 'YOU
HAS BEEN NOthin'
MORE THAN YOU
DECIDIN' WHO
YOU WANT
TO BE.

SO...?







IN ORDER FOR ME TO COME TO... **TERMS...** WITH... **WHAT IS HAPPENING TO ME...** ...I STILL NEED MORE INFORMATION...

-- I NEED TO KNOW MORE ABOUT HOW THE MOONSTONE AND THE SPIRIT INSIDE IT...

I THINK I CAN HELP OUT WITH THAT...

NAME'S **CAPTAIN MARVEL**

OR **SENIS** IF YOU'RE A BUD.

Oh, **THAT'S** REASSURING!

IT'S ACTUALLY A STEP FORWARD FOR KARLA SO, **WHAT'S** NEXT?

IT PROBABLY WOULD BE BETTER FOR ALL OUR SAKES IF YOU SAID YOU WERE BUDS...

M EAMWHILE, AT **MT. CHARTERIS...**

-- THE MOON TO OBTAIN MORE DATA ON THE **EGO-SPORE**.

THAT WAS GOOD THINKING ON CLINT'S PART.



HMM? YES. QUITE.

HOW GO THINGS ON YOUR END, GOLIATH?

IN REGARDS TO WHAT, OSBREY'S USUAL. WE'RE JUGGLING A FEW THINGS AT ONCE.

AH. OF COURSE. THE AVENGERS ARE QUITE ACTIVE.

I CONTACTED YOU FOR AN UPDATE ON WONDER MAN'S CONDITION.

HE'S RECOVERING NICELY, SHOWING NO LONG-TERM RESIDUAL EFFECTS FROM THE ABSORPTION OF THE ION RADIATION.

THEN WHY IS ERIC STILL INCAPACITATED, DR. PYM?



YES. THAT WOULD BE APPRECIATED. THANK YOU.



YES... YOU HELP ME "RUN SOME TESTS," PYM --

-- I'M CERTAIN, GIVEN FIVE MINUTES TIME, I'D STABILIZE ERIC WITHOUT A PROBLEM --

-- BUT TO MAINTAIN THIS CHARADE, I CAN'T BE TOO PERFECT --

-- SO I'M FORCED TO ACT AS IF I NEED HELP FROM THE ALMIGHTY AVEN

BURP!



I CAN ONLY ASSUME IT'S BECAUSE SIMON WILLIAMS HAS HAD GREATER EXPERIENCE --

-- MANIPULATING THE IONIC ENERGY WHICH INFUSES HIS BODY.

I'LL HELP YOU RUN SOME TESTS AFTER WE'RE DONE WITH THIS EGG PROBLEM.



THAT'S ODD...



SYSTEMS DYSFUNCTION
SYSTEMS DYSFUNCTION
SYSTEMS DYSFUNCTION
SYSTEMS DYSFUNC

FINALLY
FIGURED OUT
HOW TO GET
TO KAY IT -
MORBERT
EBERSOL

INJUSTICE IS
SERVED!

TO BE CONTINUED!

RAP SHEET

Wow...we've had so much story to tell lately that we haven't had room to print a letters page for a few issues! And now that we finally have a chance, we have to give up a column for the statement of ownership!

Well, don't worry, because next month's issue will see the return of the full-page Rap Sheet. Until then, enjoy this brief look at reactions to THUNDERBOLTS #42!

Hello,
A lot of things came to a head this issue, and I couldn't be more pleased. I am greatly enjoying the direction this book is headed in, and I'm enjoying the skill with which it's being told even more. Fabian is outstanding at juggling multiple storylines, while keeping everything interesting from start to finish. Subplots duck and weave from the shadows to the limelight, without any becoming forgotten or stalled. This is the way serialized adventure comics should be written. I'm sure you already know this, but I felt the need to say it anyway.

Daron Jensen
Bourbonnais, IL

Good to hear you like the direction we're going in, Daron. But with issue #50 rapidly approaching, you won't believe where we're headed in the near future....and beyond! Fabian and the crew aren't about to slow down, so you can bet that this is gonna be one heck of a trip!

Dear Rap Sheet,
More and more mysteries are introduced in this series and very few answers are provided. Finally the situation of Man-Killer's loyalty is explained, but I am not happy with the outcome. I would rather have seen Man-Killer join the Thunderbolts and become a reluctant hero, but this is sadly not the case.

Also the mystery around this Crimson Cowl thickens. A few things are certain about who she could be. She must be female and must be an established Marvel character. And the way Citizen V said "Erik" before she died makes me think that the Crimson Cowl somehow knows Erik Josten. One name comes to mind: the Enchantress. Okay, this isn't the way she normally attacks and confronts heroes, but you never know. Also Diamondback comes to mind.

I also liked the return of Wonder Man. But why did he attack Atlas? Well, I think he is being mind-controlled by a villain, which we'll see hopefully soon. Anyway, keep up the mysteries and also, once in a while, provide some answers.

Jaco de Vries
The Netherlands, Alkmaar

Hopefully you've gotten some of the answers you want, Jaco...even if we're not going to give you all quite yet. As you know by now, Wonder Man was indeed being controlled...by Count Nefarious! So the Man-Killer situation didn't hurt you, but maybe "Wilma" just wasn't ready for redemption yet. And we never said that Dallas died from that fall, although it doesn't look as if she's in any great shape at the moment...

Dear Tom and Marc,
How ironic...errrr... ironic that one-time hero/villain Wonder Man has become more of a bad guy than Atlas, who is now on the receiving end for a change.

Hmm, is the Crimson Cowl in actuality the one-time Baroness Zemo, wife of Helmut Zemo?

Her manipulation of the cloak would indicate the skill associated with the villainous Gypsy Moth of the Night Shift.

It would really surprise me to find Josta under that cloak.

It's been a while since we've read the name of Katrina Luisa Von Horn. Looks like she managed to kill the heart of the man known as Atlas. Sometimes the worst blows aren't physical, although Simon Williams seemed to be doing more than enough to down the Thunderbolts.

Good to see that Charlie was ahead of the game and is able to join together the flesh of his flesh.

Steve Chung
San Bruno, CA

Isn't it ironic...don'tcha think? Sorry. Anyway, Steve, you have some very good guesses as to who the Crimson Cowl might be. Are we gonna tell you if you're right? Not a chance...but we think you already knew that. Wanna find out who it turns out to be? All we can say is...say it with us, kids...just keep reading!

NEXT-ISSUE

THE T-BOLTS
MEET UP WITH
CAPTAIN MARVEL
ON THE MOON
WHILE SCOURGE
STRIKES AT THE
TEAM MEMBERS
LEFT ON EARTH!
ALL OF THIS AND
ONE HECK OF A
SURPRISE END-
ING!! DON'T
MISS THIS ONE!

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A Maximum Security tie-in! What do you do when the Avengers are trapped away from the front lines? You call in the Avengers Infinity squad! By Kurt Busiek & John Romita Jr.!

DEADPOOL #47

The Merc with a Mouth continues his quest to fulfill his current contract—but what does his new girlfriend have to say about it? By Jimmy Palmiotti & Paul Chadwick!

GAMBIT #23

A Maximum Security tie-in! Who is the new X-Cutioner... and where did that funky armor? By Fabian Nicieza & Yanick Paquette!

IRON MAN:
BAD BLOOD #4

Clad in his all-new space armor, Iron Man rockets off into space after Justin Hammer's orbiting station! But first he has to get past the Evader suits—which Tony Stark himself designed! By David Michelinie & Bob Layton!

MARVEL KNIGHTS #6

A Maximum Security tie-in! Shang-Chi goes toe-to-toe with Zaran the weapons master! Plus: The Punisher continues his war with Daddy Wronglegs! By Chuck Dixon & Eduardo Barreto!

MARVEL: THE LOST
GENERATION #3

The Yankee Clipper! Liberty Girl! Kid Justic! Nightingale! Effigy! The Black Fox! The Hipster! This one has all of your forgotten favorites! By Roger Stern & John Byrne!

SPIDER-MAN: GREEN GOBLIN #3

Over the years, Spider-Man has defeated the Green Goblin again and again—the winning streak ends here! By Roger Stern & Ron Frenz!

THE STORMS #1

Ghouls! Graveyards! Spontaneous human combustion! It's shocks and supernatural action for Johnny Storm and his sister Sue! By Terry Kavanagh & Charles Adlard!

UNIVERSE X #3

Captain America and Captain Mar-Vell travel to the Savage Land and Limbo—where they must face Space Phantoms, Dire Wraiths and the demon named Belasco! By Alex Ross, Jim Krueger & Doug Braithwaite!

WOLVERINE #157

The only thing standing between the Mole Man's army of subterranean creatures and New York City is the unlikely duo of Wolverine and Spider-Man! By Rob Liefeld & Ian Churchill!

X-FORCE #109

Why is an assassin with the mutant gene for murder after Domino? And can X-Force stop him without their mentor, Pete Wisdom? By Warren Ellis, Ian Edginton & Whilce Portacio!

X-MEN UNLIMITED #13

Want to give a fan of the X-Men movie an entry into comic books? Then reach for this 80-page reprint!

X-MEN UNLIMITED #29

At last, the X-Men are reunited with their long-lost comrades Bishop and Professor X! By Joe Pruett & Brett Booth!

MARVEL
SPOTLIGHT

THE STORMS #1

Think the Human Torch and the Invisible Woman sat around twiddling their thumbs before they became card carrying super heroes? Think again! Delivering supernatural thrills and chills, the BEFORE THE FANTASTIC 4 set of limited series continues this month, revealing that the Storm siblings had fantastic lives even without swanky powers!

This issue is cool for many reasons. Number one, it gives us an extra dose of the Avengers Infinity team. Number two, it features guest-pencils by John Romita Jr., who gets to draw all sorts of funky aliens, spaceships... and even Thor! Plus, it's an important tie-in chapter to Maximum Security! Add it all up and it's another winner from The House!

AVENGERS #35



Hey there, folks! It's been about 3 weeks now and I'm still trying to get a hold of this mad bucking bronco called Marvel Comics. It's a big job but everyone here has chipped in big ways to get my goofy butt up to speed. There's a bit of a learning curve; it's kind of like running Marvel Knights... only bigger.

Waaaaay bigger!

As I start settling into the Editor in Chief, or EIC (or as I like to call it, EEK!) job, one thing has become clear. Okay, excuse me why I clear my golden throat. Ah-herm...

THIS IS SO COOL!

As a kid I dreamt about drawing comics, but never in a million years could I have ever dreamt of this! In my mind this seemed like the coolest job in comics. I mean, how bad could it be? It used to be Stan's job! Well, I think you True Believers are expecting a lot from Marvel's EEK!, and I'm going to do my darndest not to disappoint. So without further ado, let me get to the nuts and bolts of this rambling missive.

WE WANT YOU!

That's "you" as in *YOU*, bunky! We want you to try out the "New" Marvel! We have some great stuff cooking at The House and we're pretty confident that you'll be hooked once you try it. We want you to try it out so badly that we're slashing the price! That's right, you heard it here first! In January we're launching our new ongoing reader incentive program called Slashback!

AVENGERS #38 and INCREDIBLE HULK #24 are great jumping-on points, so we're slashing the price for that month on both titles back to a good ol' buck ninety-nine! And as if that weren't enough, you also get in on the ground floor as "Awesome" Alan Davis introduces his magic pencil to Earth's Mightiest Heroes and "Jazzy" Johnny Romita Jr. adds his mystical 2H lead to the pages of the Ramping one! Don't say I never did anything for ya!

This job is just way too much fun! But I better get going... the excitement is killing me and I think I need some oxygen!

See ya in the funnybooks,
JO
EEK!

PREEEEEEEESENTING...
ANOTHER FINE MESS,
ER, SCAN, THAT IS, BY
THE "GENTLESCAN GHOST",
BEASTCHARMING! FOR
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THUNDERBOLTS #45

